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REC'D TN
REGULATORY AUTH.
SEP 30 11 PM 12 01

WRITER'S DIRECT DIAL NUMBER
EXECUT: 404-873-8536
WRITER'S DIRECT DIAL FACSIMILE
404-873-8767

September 30, 1999

Mr. Paul Allen
Executive Director
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

99-00709

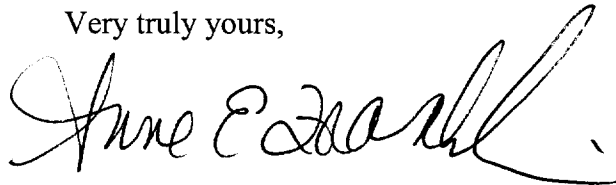
Re: **Supplement to Cardinal Communications of Tennessee, Inc.'s Application
for Authority to Provide Local Exchange and Intrastate Interexchange
Telecommunications Services**

Dear Mr. Allen:

Enclosed are 14 copies of Cardinal Communications of Tennessee, Inc.'s certificate to transact business within the State of Tennessee. This filing is intended to supplement Cardinal Communications of Tennessee, Inc.'s Application for Authority to Provide Local Exchange and Intrastate Interexchange Telecommunications Services. Please file these in your usual fashion and return one (1) file stamped copy to me in the enclosed self-addressed, stamped envelope for my records.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,



Anne E. Franklin

AEF:ph
Enclosure

FILE

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 09/13/99
REQUEST NUMBER: 3741-3395
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 09/13/99 1039
EFFECTIVE DATE/TIME: 09/13/99 1039
CONTROL NUMBER: 0376985

TO:
SYLVIA WHITE
CORP SERVICE CO
1013 CENTRE RD
WILMINGTON, DE 19805

RE:
CARDINAL COMMUNICATIONS OF TENNESSEE, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 09/13/99

FROM:
CSC/USC (1013 CENTRE RD)
1013 CENTRE ROAD
WILMINGTON, DE 19805-0000

RECEIVED: FEES \$600.00 \$0.00
TOTAL PAYMENT RECEIVED: \$600.00
RECEIPT NUMBER: 00002547298
ACCOUNT NUMBER: 00250881



Riley C. Darnell

RILEY C. DARNELL

FILE



Department of State
Corporations Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

FILED
For Office Use Only
RECEIVED
STATE OF TENNESSEE
99 SEP 13 AM 10:39
RILEY BARNELL
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is _____

Cardinal Communications of Tennessee, Inc.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is _____ Delaware

3. The date of its incorporation is August 16, 1999 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is c/o Walter M. Zirkle

545 LobLolly Lane, Charlottesville, VA 22903

Street	City	State/Country	Zip Code
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5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

500 Tallan Building, Two Union Square	Chattanooga, TN	Hamilton	37402-2571
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Street	City/State	County	Zip Code
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Corporation Service Company

Registered Agent

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

See attached officers/directors rider

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

See attached officers/directors rider

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

_____, _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

OFFICERS/DIRECTORS RIDER

TN-Application for Certificate of Authority

Cardinal Communications of Tennessee, Inc.
RECEIVED
STATE OF TENNESSEE
99 SEP 13 AM 10:39
RILEY
SECRETARY OF STATE

List of Officers

Name: Earle A. MacKenzie **Title:** President
Bus. Addr.: c/o Cardinal Communications, Inc. 545 LobLolly Lane, Charlottesville, VA 22903

Name: Walter M. Zirkle **Title:** Vice President/Secretary
Bus. Addr.: c/o Cardinal Communications, Inc. 545 LobLolly Lane, Charlottesville, VA 22903

Name: Donald A. Doering **Title:** Treasurer
Bus. Addr.: c/o Cardinal Communications, Inc. 545 LobLolly Lane, Charlottesville, VA 22903

List of Directors

Name: Earle A. MacKenzie **Term:**
Bus. Addr.: c/o Cardinal Communications, Inc. 545 LobLolly Lane, Charlottesville, VA 22903

Name: Walter M. Zirkle **Term:**
Bus. Addr.: c/o Cardinal Communications, Inc. 545 LobLolly Lane, Charlottesville, VA 22903

FILE

State of Delaware

Office of the Secretary of State

RECEIVED
STATE OF TENNESSEE

99 SEP 13 AM 10:40

RILEY C. WHEEL
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARDINAL COMMUNICATIONS OF TENNESSEE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CARDINAL COMMUNICATIONS OF TENNESSEE, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

FILE

DATE: 9964834

09-10-99

3083966 8300

991379096